

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.**1. Debtor's name** Vanguard Natural Resources, LLC**2. All other names debtor used in the last 8 years**Include any assumed names, trade names, and *doing business as* names**3. Debtor's federal Employer Identification Number (EIN)** 61-1521161**4. Debtor's address****Principal place of business****Mailing address, if different from principal place of business**5847 San Felipe, Suite 3000

Number Street

Number Street

P.O. Box

Houston

TX

77057

City

State

ZIP Code

City

State

ZIP Code

Location of principal assets, if different from principal place of businessHarris County

County

Number Street

City

State

ZIP Code

5. Debtor's website (URL) www.vnrllc.com**6. Type of debtor**☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Vanguard Natural Resources, LLC Case number (if known) _____
 Name _____

7. Describe debtor's businessA. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101 (51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. *Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See Attached Schedule 1 Relationship Affiliate
 District Southern District of Texas When 02/01/2017
 Case number, if known _____ MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this*Check all that apply:*

Debtor Vanguard Natural Resources, LLC Case number (if known) _____
 Name _____

district?

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No¹
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors²

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets³

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

¹ The Debtor engages in the acquisition, development, and production of oil and natural gas. The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, but the Debtor mentions the nature of its business here out of an abundance of caution.

² On a consolidated basis.

³ On a consolidated basis.

Debtor Vanguard Natural Resources, LLC Case number (if known) _____
 Name

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/01/2017
 MM / DD / YYYY

X/s/ Richard A. Robert

Signature of authorized representative of debtor

Richard A. Robert

Printed name

Authorized Signatory

Title

18. Signature of attorney**X**/s/ James T. Grogan

Signature of attorney for debtor

Date 02/01/2017

MM / DD / YYYY

James T. Grogan

Printed name

Paul Hastings LLP

Firm name

600 Travis Street, 58th Floor

Number Street

Houston

City

(713) 860-7300

Contact phone

TX

State

77002

ZIP Code

jamesgrogan@paulhastings.com

Email address

24027354

Bar number

Texas

State

SCHEDULE 1 TO PETITION

Pending Bankruptcy Cases in the Southern District of Texas
Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”). A motion has been filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the case number assigned to the chapter 11 case of Vanguard Natural Resources, LLC.

1. Vanguard Natural Resources, LLC
2. Eagle Rock Acquisition Partnership, L.P.
3. Eagle Rock Acquisition Partnership II, L.P.
4. Eagle Rock Energy Acquisition Co., Inc.
5. Eagle Rock Energy Acquisition Co. II, Inc.
6. Eagle Rock Upstream Development Company, Inc.
7. Eagle Rock Upstream Development Company II, Inc.
8. Encore Clear Fork Pipeline LLC
9. Escambia Asset Co. LLC
10. Escambia Operating Co. LLC
11. Vanguard Natural Gas, LLC
12. Vanguard Operating, LLC
13. VNR Finance Corp.
14. VNR Holdings, LLC

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[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
VANGUARD NATURAL RESOURCES, LLC,	§	
	§	Case No. 17-_____ (____)
Debtor.	§	
	§	(Joint Administration Requested)
	§	

Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-33756.

2. The following financial data is the latest available information and refers to the debtor's condition on February 1, 2017.¹

- | | |
|--|------------------------|
| a. Total assets | <u>\$1.546 billion</u> |
| b. Total debts (including debts listed in 2.c., below) | <u>\$2.3 billion</u> |
| c. Debt securities held by more than 500 holders: | |

					Approximate number of holders:
secured <input checked="" type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	75.6 million (principal)			Unknown
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$	51.1 million (principal)			Unknown
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$	381.8 million (principal)			Unknown
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$				
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$				
d. Number of shares of preferred units					13,881,873
e. Number of shares common units.					131,039,076 ²

Comments, if any: As of February 1, 2017, Vanguard Natural Resources, LLC ("VNR") and its affiliated debtors as debtors in possession in these cases (the "Debtors") owe approximately \$75.6 million in principal on Senior Secured Second Lien Notes due 2023 plus approximately \$2.4 million in accrued interest, \$51.1 million in

¹ Data presented on a consolidated basis. Information on preferred and common units is current as of September 30, 2016.

² In addition, as of September 30, 2016, there were approximately 420,000 units of Class B units outstanding, all of which are held by directors and management of Vanguard Natural Resources, LLC and its affiliates. Class B units have substantially the same rights and obligations as the common units.

Official Form 201A (12/15)

principal on 8.375% Senior Notes due 2019 plus approximately \$0.7 million in accrued interest, and \$381.8 million in principal on 7.875% Senior Notes due 2020 plus approximately \$10.0 million in accrued interest.

Delaware Trust Company is the indenture trustee and collateral trustee for the Senior Secured Second Lien Notes, Wilmington Trust Company is the indenture trustee for the Senior Notes due 2019, and UMB Bank, N.A. is the indenture trustee for the Senior Notes due 2020.

3. Brief description of debtor's business: The Debtors are an oil and natural gas company, headquartered in Texas, with a principal focus on acquisition, production, and development ("E&P") activities in the Rocky Mountain, Mid-Continent, Gulf Coast, and West Texas regions of the United States.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Upon information and belief, there are no direct or indirect holders of more than 5% of the voting securities of VNR.

VANGUARD NATURAL RESOURCES, LLC

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS**

February 1, 2017

The undersigned, being all of the members of the Board of Directors (the “**Board**”) of Vanguard Natural Resources, LLC, a Delaware limited liability company (the “**Company**”), pursuant to Section 7.1(g) of the Fifth Amended and Restated Limited Liability Company Agreement of the Company, dated as of September 15, 2014, hereby adopts and approves, or approves, confirms and ratifies, as applicable, on behalf of the Company, the resolutions attached hereto as Annex A.

[Remainder of Page Intentionally Left Blank. Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors have duly executed this Unanimous Written Consent of the Board of Directors of the Company as of the date first set forth above.



Scott W. Smith



Richard A. Robert

Richard Anderson

Bruce W. McCullough

Loren Singletary

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors have duly executed this Unanimous Written Consent of the Board of Directors of the Company as of the date first set forth above.

Scott W. Smith

Richard A. Robert

A handwritten signature in blue ink, appearing to read "Richard Anderson", is written over a horizontal line.

Richard Anderson

Bruce W. McCullough

Loren Singletary

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors have duly executed this Unanimous Written Consent of the Board of Directors of the Company as of the date first set forth above.

Scott W. Smith

Richard A. Robert

Richard Anderson



Bruce W. McCullough

Loren Singletary

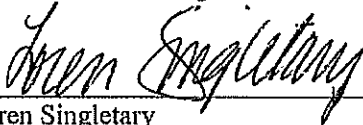
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors have duly executed this Unanimous Written Consent of the Board of Directors of the Company as of the date first set forth above.

Scott W. Smith

Richard A. Robert

Richard Anderson

Bruce W. McCullough



Loren Singletary

Chapter 11 Filing

NOW THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of Vanguard Natural Resources, LLC (the “**Company**”), its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

RESOLVED, that any of the Company’s Chief Executive Officer or Chief Financial Officer (each being an “**Authorized Person**” and all being the “**Authorized Persons**”) are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute, deliver and verify any and all petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”) and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) at such time or in such other jurisdiction as such Authorized Person executing the same shall determine.

RESOLVED, that the law firm of Paul Hastings LLP is hereby engaged as counsel for the Company under respective general retainers in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that the firm of Opportune LLP is hereby engaged as restructuring advisors for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that the firm of Evercore Partners Inc. is hereby engaged as investment banker for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that the firm of Prime Clerk LLC is hereby engaged as the claims and noticing agent for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case or to effect the purposes and intent of the foregoing resolutions.

RESOLVED, that each Authorized Person is, authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain all assistance by special counsel, auctioneers, accountants, financial advisors, and other professionals in connection with the Chapter 11 Case, subject to any requisite court approval, with a view to the successful prosecution of such case or to effect the purposes and intent of the foregoing resolutions.

Authorization to Enter Restructuring Support Agreement

FURTHER RESOLVED, any Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record and perform a restructuring support agreement (“**RSA**”), including an initial term sheet and any other related documents, by and among the Company, the Company’s wholly owned subsidiaries and certain of the Company’s creditors, and such other documents, agreements, instruments and certificates as may be required by the RSA, the form, terms, and provisions of which as may be determined by any Authorized Person, which, barring prior commencement of the Company’s creditors

exercising available remedies against the Company pursuant to such creditors' loans and other agreements, is anticipated to be implemented through a pre-arranged plan of reorganization (the "***Pre-Arranged Plan***") pursuant to the Bankruptcy Code in the Bankruptcy Court.

RESOLVED, that any Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Pre-Arranged Plan, which shall, in such Authorized Person's sole judgment, be necessary, proper or advisable to perform the Company's obligations under or in connection with the RSA and any and all transactions contemplated by the Pre-Arranged Plan and to carry out fully the intent of the foregoing resolutions.

DIP Facility

FURTHER RESOLVED, that in connection with the commencement of the Chapter 11 Case, each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, execute, deliver and perform or cause the performance of that certain Debtor-in-Possession Credit Agreement, dated as of February 1, 2017 (the "***DIP Facility***"), including, in connection therewith, such guarantees, notes, security agreements and other agreements, certificates, or instruments as such officer or officers executing the same considers necessary, appropriate, proper, or advisable, such determination to be conclusively evidence by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company and any affiliates thereof.

RESOLVED, that each Authorized Person, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such others agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such persons shall be or become necessary, proper and desirable to effectuate a successful reorganization of the business of the Company or to effect the purposes and intent of the foregoing resolutions.

RESOLVED, that each Authorized Person be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents of the Company, as such Authorized Person considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action.

RESOLVED, each Authorized Person, is, authorized, empowered and directed to, in the name and on behalf of the Company, as the case may be, and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such officers to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take

such other actions as may be required or as such officers deem appropriate or advisable in connection therewith, and (iii) perform such other acts as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby.

Exchange Act Filings

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and directed, in the Company's name and on its behalf, to execute and file with the Securities and Exchange Commission (the "**SEC**") current reports on Form 8-K with the SEC under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), in respect of the Chapter 11 Case, the DIP Facility and all other matters related to the Chapter 11 Case requiring disclosure on a current report on Form 8-K under the rules and regulations promulgated under the Exchange Act.

Issuance of Press Release

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and directed to issue, or cause to be issued, a press release announcing the Chapter 11 Case, the DIP Facility and all other press releases pertaining to the Chapter 11 Case.

General

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, in all respects, authorized, empowered and directed, in the name and on behalf of the Company, to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, certificates and instruments as such officer deems necessary, desirable or advisable to fully carry out the intent of the foregoing resolutions, such determination to be conclusively evidenced by the taking of such action or the execution and delivery of any such further document; and

RESOLVED, that any and all actions previously or hereafter taken and any and all documents, certificates or instruments (however characterized or described) previously or hereafter executed and delivered or filed and recorded on behalf of the Company, by the officers of the Company, and others acting on the Company's behalf pursuant to authority granted to them by the Directors or by the appropriate officers of the Company, in order to carry into effect the purposes and intent of the foregoing resolutions are hereby ratified, confirmed, adopted and approved in all respects.

Fill in this information to identify the case:

Debtor name: Vanguard Natural Resources, LLC, et al.

United States Bankruptcy Court for the: Southern District of Texas, Houston Division

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1	UMB Bank, N.A., Trustee Attn: Mark Flannagan 1010 Grand Blvd. 4th Floor Kansas City, MO 64106	UMB Bank, N.A., Trustee Attn: Mark Flannagan PHONE: (816) 860-3009 FAX: (816) 860-3029 EMAIL: Mark.Flannagan@umb.com	Unsecured Notes				\$391,853,037.46
2	Wilmington Trust, National Association Attn: Rita Marie Ritrovato 1100 North Market Street Wilmington, DE 19890-1605	Wilmington Trust, National Association Attn: Rita Marie Ritrovato PHONE: (302) 636-5137 FAX: (302) 636-4130 EMAIL: rritrovato@wilmingtontrust.com	Unsecured Notes				\$51,833,550.00
3	Banc of America Leasing and Capital, LLC Attn: President and General Counsel 555 California Street 4th Floor San Francisco, CA 94194	Banc of America Leasing and Capital, LLC Attn: President and General Counsel PHONE: (415) 765-7390 FAX: (415) 765-7418 EMAIL:	Equipment Financing	Unliquidated		Unknown	\$19,398,531.00
4	IN RE VANGUARD NATURAL RESOURCES BONDHOLDER LITIGATION Attn: Jay W. Eisenhofer; Gordon Z. Novod; David M. Haendler GRANT & EISENHOFER P.A. 485 Lexington Avenue 29th Floor New York, NY 10017 Grady & Notis, LLP Attn: Mark C. Gardy; James S. Notis; Meagan Farmer Tower 56 126 East 5th Street, 8th Fl New York, NY 10022	IN RE VANGUARD NATURAL RESOURCES BONDHOLDER LITIGATION Attn: Jay W. Eisenhofer; Gordon Z. Novod; David M. Haendler PHONE: (646) 722-8500 FAX: (646) 722-8501 EMAIL: jeisenhofer@gelaw.com; gnovod@gelaw.com Attn: Mark C. Gardy; James S. Notis; Meagan Farmer PHONE: (212) 905-0509 FAX: (212) 905-0508 EMAIL: mgardy@gardylaw.com; jnotis@gardylaw.com; mfarmers@gardylaw.com	Litigation	Contingent, Unliquidated, Disputed			Unknown

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
5	SUBLETTE COUNTY TREASURER Attn: President and General Counsel 21 S. Tyler Pinedale, WY 82941	SUBLETTE COUNTY TREASURER Attn: President and General Counsel PHONE: (307) 376-4373 FAX: (307) 367-3067 EMAIL: roxanna.jensen@sublettewyo.com; info@sublettewyo.com	Tax				\$2,308,583.54
6	P2ES HOLDINGS, INC. Attn: President and General Counsel 1670 Broadway Suite 2800 Denver, CO 80202	P2ES HOLDINGS, INC. Attn: President and General Counsel PHONE: (303) 292-0990 FAX: (303) 292-1812 EMAIL:	Trade AP	Disputed			\$905,091.93
7	ROCKIES EXPRESS PIPELINE LLC Attn: President and General Counsel 370 VAN GORDON STREET LAKEWOOD, CO 80228-1519	ROCKIES EXPRESS PIPELINE LLC Attn: President and General Counsel PHONE: (307) 232-4422 FAX: (713) 369-9235 EMAIL: nate.lien@tallgrassenergyllp.com	Trade AP	Contingent			\$758,001.00
8	JOHNSON COUNTY CLERK Attn: President and General Counsel 76 N Main Street Buffalo, WY 82834	JOHNSON COUNTY CLERK Attn: President and General Counsel PHONE: (307) 684-7302 FAX: (307) 684-9118 EMAIL: treasurer2@johnsoncowy.us	Tax				\$619,490.02
9	CAMPBELL COUNTY TREASURER Attn: President and General Counsel 500 S. Gillette Ave Suite 1700 Gillette, WY 82716	CAMPBELL COUNTY TREASURER Attn: President and General Counsel PHONE: (307) 682-7268 FAX: EMAIL: BECKY@CCGOV.NET	Tax				\$517,935.84
10	ROCKY MOUNTAIN POWER Attn: President and General Counsel 1407 W North Temple Salt Lake City, UT 84116	ROCKY MOUNTAIN POWER Attn: President and General Counsel PHONE: (503) 813-6722 FAX: (801) 220-3116 EMAIL: acctspayhelp@PacifiCorp.com	Utility				\$505,203.36

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
11	ENERFLEX ENERGY SYSTEMS INC Attn: President and General Counsel 10815 Telge Road Houston , TX 77095	ENERFLEX ENERGY SYSTEMS INC Attn: President and General Counsel PHONE: (281) 345-9300 FAX: (281) 345-7434 EMAIL: usa@enerflex.com	Trade AP				\$468,212.02
12	BAKER HUGHES Melissa McLerran 17021 Aldine Westfield Houston, TX 77073	BAKER HUGHES Melissa McLerran PHONE: (281) 276-5400 FAX: (281) 275-7393 EMAIL: Melissa.mclerran@bakerhughes.com	Trade AP	Disputed			\$263,880.00
13	1415 LOUISIANA INC Gregory J. Armstrong, President 1415 LOUISIANA SUITE 3900 HOUSTON, TX 77002	1415 LOUISIANA INC Gregory J. Armstrong, President PHONE: (713) 739-6540 FAX: (713) 520-1041 EMAIL: info@wedgerealestateholdings.com	Lease	Contingent			\$186,207.58
14	GREEN MOUNTAIN ENERGY (75312) Attn: President and General Counsel 1303 San Antonio Street Suite 700 Austin, TX 78701	GREEN MOUNTAIN ENERGY (75312) Attn: President and General Counsel PHONE: (512) 691-6100 FAX: (512) 691-6353 EMAIL: gmecbizcare@greenmountain.com	Utility				\$169,824.10
15	DNOW LP Attn: Robert Workman, CEO 7402 N Eldridge Pkwy Houston, TX 77041	DNOW LP Attn: Robert Workman, CEO PHONE: (307) 856-6533 FAX: (713) 237-3300 EMAIL: cp1@dnw.com; ap@dbnow.com	Trade AP	Disputed			\$165,197.31
16	BISHOP PETROLEUM INC Attn: President and General Counsel 5900 Memorial Drive Suite 216 BHouston, TX 77007	BISHOP PETROLEUM INC Attn: President and General Counsel PHONE: (713) 862-4775 FAX: EMAIL: bpikathy@swbell.net	Trade AP				\$163,530.27

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
17	RADICAL SPECIALTIES Attn: President and General Counsel 2550 Fm 669 Post, TX 79356	RADICAL SPECIALTIES Attn: President and General Counsel PHONE: (806) 629-4535 FAX: (806) 629-4548 EMAIL: radicalspecialties@gmail.com	Trade AP				\$133,435.17
18	COASTAL CHEMICAL CO LLC Attn: President and General Counsel 3520 Veterans Memorial Drive Abbeville, LA 70510	COASTAL CHEMICAL CO LLC Attn: President and General Counsel PHONE: (337) 898-0001 FAX: (337) 892-1185 EMAIL:	Trade AP				\$132,782.86
19	ENVIRONMENTAL PLUS INC Attn: President and General Counsel 2100 Ave OEunice, NM 88231	ENVIRONMENTAL PLUS INC Attn: President and General Counsel PHONE: (575) 394-3481 FAX: (575) 394-2601 EMAIL:	Trade AP				\$112,886.87
20	HARRISON INTERESTS LTD Attn: Helen Hurley 712 Main Street Suite 1900 Houston, TX 77002-3220	HARRISON INTERESTS LTD Attn: Helen Hurley PHONE: (713) 228-5911 FAX: (713) 632-1320 EMAIL: hurley@harrisoninterests.com	Trade AP				\$112,143.94
21	MULTI-CHEM GROUP LLC Attn: President and General Counsel 2905 Southwest Boulevard San Angelo, TX 76904	MULTI-CHEM GROUP LLC Attn: President and General Counsel PHONE: (325) 223-6200 FAX: (325) 942-7500 EMAIL:	Trade AP				\$110,720.83
22	LIME ROCK RESOURCES OPERATING Attn: President and General Counsel Heritage Plaza 1111 BAGBY ST #4700A Houston, TX 77002	LIME ROCK RESOURCES OPERATING Attn: President and General Counsel PHONE: (713) 292-9500 FAX: EMAIL: astone@lrpartners.com; gs@lrpartners.comers.com	Trade AP				\$107,631.30

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
23	CENTRAL VALLEY ELECTRIC COOP Attn: Wade Nelson 1403 N. 13th St. Artesia, NM 88210	CENTRAL VALLEY ELECTRIC COOP Attn: Wade Nelson PHONE: (575) 746-3571 FAX: (575) 746-4219 EMAIL: WadeNelson@cvecoop.org	Utility				\$101,919.88
24	UPTON RESOURCES USA INC Attn: President and General Counsel 3900 250-5th Avenue SW Calgary, AB T2P 2V7 Canada	UPTON RESOURCES USA INC Attn: President and General Counsel PHONE: (403) 263-7373 FAX: (403) 777-2609 EMAIL:	Trade AP				\$101,597.63
25	C & J SPEC RENT SERVICES INC Attn: Ashley Angeles 3990 Rogerdale Houston, TX 77042	C & J SPEC RENT SERVICES INC Attn: Ashley Angeles PHONE: (713) 325-6277 FAX: (713) 325-5913 EMAIL: ashley.angeles@cjes.com	Trade AP				\$98,793.88
26	CHESAPEAKE EXPLORATION LLC Attn: President and General Counsel 6100 North Western Avenue Oklahoma City, OK 73118	CHESAPEAKE EXPLORATION LLC Attn: President and General Counsel PHONE: (405) 848-8000 FAX: (405) 848-2974 EMAIL:	Trade AP	Disputed			\$96,694.04
27	XCEL ENERGY Attn: President and General Counsel 414 Nicollet Mall Minneapolis, MN 55401	XCEL ENERGY Attn: President and General Counsel PHONE: (612) 330-5500 FAX: (800) 311-0050 EMAIL: customerservice@xcelenergy.com	Utility				\$94,106.04
28	CITATION OIL & GAS CORP Attn: President and General Counsel 14077 Cutten Road Houston, TX 77069-2212	CITATION OIL & GAS CORP Attn: President and General Counsel PHONE: (281) 517-7800 FAX: (281) 580-2140 EMAIL: dcerny@cogc.com	Trade AP				\$91,772.96

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim(for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
29	STRIDE WELL SERVICE CO, INC Attn: President and General Counsel 205 West Maple Avenue Suite 600 Enid, OK 73701	STRIDE WELL SERVICE CO, INC Attn: President and General Counsel PHONE: (940) 668-8344 FAX: (940) 668-1085 EMAIL:	Trade AP	Disputed			\$91,040.84
30	ROCKWATER ROCKIES LLC Attn: President and General Counsel 9160 Interstate 20 Frontage Rd Odessa, TX 79763	ROCKWATER ROCKIES LLC Attn: President and General Counsel PHONE: (432) 381-6190 FAX: (432) 381-6192 EMAIL: arremitm@rockwaterenergy.com	Trade AP				\$90,658.64
31	NEWFIELD EXPLORATION MID-CONTINENT INC. Attn: President and General Counsel 101 East 2nd Street South One Williams Center Suite 1900 Tulsa, OK 74172	NEWFIELD EXPLORATION MID-CONTINENT INC. Attn: President and General Counsel PHONE: (918) 582-2757 FAX: (918) 582-2690 EMAIL: aphouston@newfield.com	Trade AP				\$89,603.39
32	PARKER & SON INC Attn: President and General Counsel 88 Nicholas Avenue Atmore, AL 36504	PARKER & SON INC Attn: President and General Counsel PHONE: (251) 368-3737 FAX: (251) 368-4906 EMAIL: linda@parkerandsoninc.com	Trade AP				\$85,739.24
33	NORTHERN PRODUCTION CO INC Attn: President and General Counsel 701 Sinclair St Gillette, WY 82718	NORTHERN PRODUCTION CO INC Attn: President and General Counsel PHONE: (307) 682-5708 FAX: (307) 682-5530 EMAIL: norther@vcn.com; office@npcrigs.com	Trade AP				\$83,889.66
34	B&R TOOLS & SERVICE INC Attn: President and General Counsel PO BOX 998 Levelland, TX 79336	B&R TOOLS & SERVICE INC Attn: President and General Counsel PHONE: (432) 366-0707 FAX: (432) 366-0007 EMAIL: blazer0623@yahoo.com	Trade AP				\$79,570.96

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
35	A & A TANK TRUCK CO. Attn: President and General Counsel 576 SW Highway 2 Wilburton, OK 74578	A & A TANK TRUCK CO. Attn: President and General Counsel PHONE: (918) 465-3899 FAX: (918) 465-4362 EMAIL:	Trade AP				\$78,832.70
36	SEVEN LAKES TECHNOLOGIES INC Attn: President and General Counsel 6046 Alexandra Court Oak Park, CA 91377	SEVEN LAKES TECHNOLOGIES INC Attn: President and General Counsel PHONE: (805) 242-4288 FAX: EMAIL: Sowmya.Murthy@sevenlakes.com; info@sevenlakes.com	Trade AP	Disputed			\$78,481.25
37	SERVICE COMPRESSION LLC Attn: President and General Counsel 2613 CO-OP Drive Van Buren, AR 72956	SERVICE COMPRESSION LLC Attn: President and General Counsel PHONE: (479) 474-5228 FAX: (479) 474-5288 EMAIL:	Trade AP				\$78,007.72
38	SULZER CHEMTECH USA INC Attn: President and General Counsel 8505 East North Belt Drive Humble, TX 77396	SULZER CHEMTECH USA INC Attn: President and General Counsel PHONE: (281) 441-5800 FAX: (281) 291-0207 EMAIL:	Trade AP				\$77,700.00
39	VIVA ENERGY SERVICES LLC Attn: President and General Counsel 700 Avenue E Odessa, TX 79763	VIVA ENERGY SERVICES LLC Attn: President and General Counsel PHONE: (432) 552-0800 FAX: (432) 552-0900 EMAIL: davidjr@burkroyalty.com	Trade AP				\$74,744.03
40	REEF SERVICES LLC Attn: President and General Counsel 7906 W Hwy 80 Midland, TX 79706	REEF SERVICES LLC Attn: President and General Counsel PHONE: (325) 573-1133 FAX: (432) 560-5633 EMAIL:	Trade AP				\$72,263.49

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
41	VERSATILE OIL TOOLS Attn: President and General Counsel 4823 W 42nd St Odessa, TX 79764	VERSATILE OIL TOOLS Attn: President and General Counsel PHONE: (432) 381-3334 FAX: (432) 385-0559 EMAIL: kimberly-ward@clearwire.net	Trade AP	Disputed			\$69,692.14
42	SOUTHLAND ROYALTY COMPANY LLC Attn: President and General Counsel 400 West Seventh Street FT Worth, TX 76102	SOUTHLAND ROYALTY COMPANY LLC Attn: President and General Counsel PHONE: (817) 334-7800 FAX: (817) 334-7889 EMAIL: info@mspartners.com	Trade AP				\$65,345.20
43	ARCHROCK SERVICES, L.P. Attn: President and General Counsel 16666 Northchase Drive Houston, TX 77060	ARCHROCK SERVICES, L.P. Attn: President and General Counsel PHONE: (281) 836-8155 FAX: (281) 836-8316 EMAIL:	Trade AP				\$62,403.98
44	BUFFALO OILFIELD SUPPLY LLC Attn: President and General Counsel 11368 Lovington Hwy Artesia, NM 88210	BUFFALO OILFIELD SUPPLY LLC Attn: President and General Counsel PHONE: (575) 746-6652 FAX: (575) 748-8632 EMAIL: info@buffalo-supply.com;chad@buffalo-supply.com	Trade AP				\$59,990.89
45	SWEPI LP Attn: Mhay Tangkeko 200 North Dairy Ashford Suite 8 Houston, TX 77079	SWEPI LP Attn: Mhay Tangkeko PHONE: (713) 241-6161 FAX: (713) 230-3909 EMAIL: mhay.tangkeko@shell.com	Trade AP	Disputed			\$58,670.03
46	OIL STATES ENERGY SERVICES LLC Attn: President and General Counsel 20 Gammage Road Ellisville, MS 39437	OIL STATES ENERGY SERVICES LLC Attn: President and General Counsel PHONE: (601) 425-1949 FAX: (601) 428-7570 EMAIL:	Trade AP				\$58,460.68

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
47	DIAMONDBACK E&P LLC Attn: President and General Counsel 500 West Texas Ave Suite 1200 Midland , TX 797701	DIAMONDBACK E&P LLC Attn: President and General Counsel PHONE: (866) 949-6476 FAX: EMAIL: ap@diamondbackenergy.com	Trade AP				\$57,302.07
48	SALAZAR SERVICE & TRUCKING Attn: President and General Counsel 5511 Starboard Drive Midland, TX 79706	SALAZAR SERVICE & TRUCKING Attn: President and General Counsel PHONE: (432) 523-9658 FAX: (432) 523-9633 EMAIL: MARIA@SALAZARSERVICE.COM	Trade AP				\$57,023.57
49	TRINITY ENVIRONMENTAL SWD LLC Attn: President and General Counsel 13443 Highway 71 W Suite 200 Bee Cave, TX 78738	TRINITY ENVIRONMENTAL SWD LLC Attn: President and General Counsel PHONE: (512) 582-8050 FAX: (281) 598-1072 EMAIL: info@trinityenv.com	Trade AP				\$54,922.25
50	HALLIBURTON ENERGY SVCS INC Attn: President and General Counsel 14851 Milner Road Gate 5A Houston, TX 77032	HALLIBURTON ENERGY SVCS INC Attn: President and General Counsel PHONE: (505) 392-6531 FAX: (281) 449-1603 EMAIL:	Trade AP				\$53,247.62

Fill in this information to identify the case and this filing:Debtor Name Vanguard Natural Resources, LLCUnited States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____ v _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration: _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/01/2017
MM / DD / YYYY

X /s/ Richard A. Robert
Signature of individual signing on behalf of debtor

Richard A. Robert
Printed name

Authorized Signatory
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: VANGUARD NATURAL RESOURCES, LLC, <i>et al.</i> , ¹ <div style="text-align: right;">Debtors.</div>	§ § § § § § §	Chapter 11 Case No. 17-_____ (____) (Joint Administration Requested)
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**CORPORATE OWNERSHIP STATEMENT PURSUANT TO RULE 1007(a)(1) OF
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Vanguard Natural Resources, LLC (“VNR”) and its affiliated debtors as debtors in possession in these cases (collectively, “Vanguard” or the “Debtors”), respectfully represent as follows:

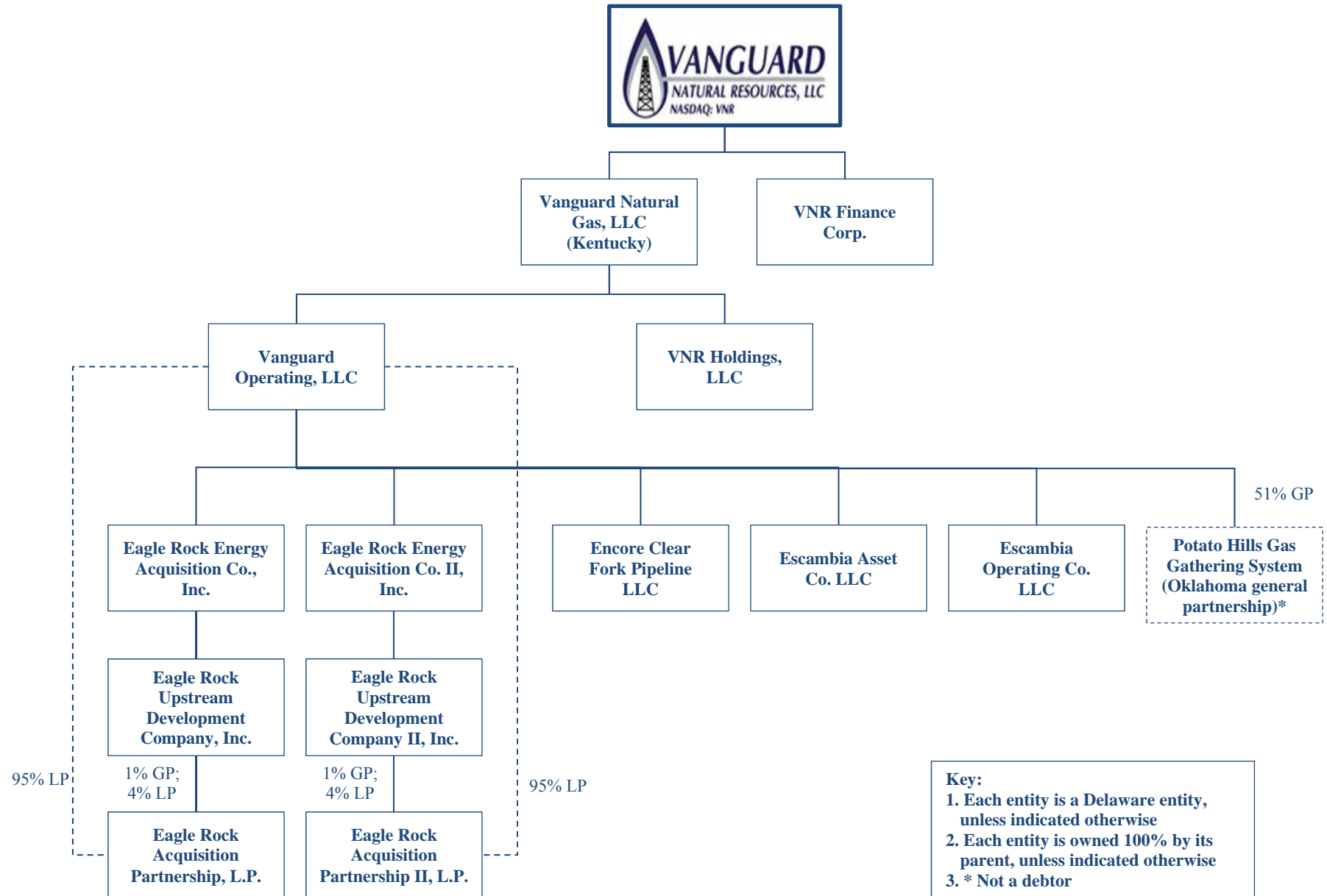
2. VNR is the corporate parent of each of the other Debtors in these chapter 11 cases and directly or indirectly owns a 100% interest in all of the other Debtors.
3. VNR’s equity securities are publicly held. No entity directly or indirectly owns 10% or more of the issued and outstanding common stock of VNR.

Attached hereto as **Exhibit A** is an organizational chart illustrating the Debtors’ corporate structure and respective equity interests.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Vanguard Natural Resources, LLC (1161); Eagle Rock Acquisition Partnership, L.P. (6706); Eagle Rock Acquisition Partnership II, L.P. (0903); Eagle Rock Energy Acquisition Co., Inc. (4564); Eagle Rock Energy Acquisition Co. II, Inc. (3364); Eagle Rock Upstream Development Company, Inc. (0113); Eagle Rock Upstream Development Company II, Inc. (7453); Encore Clear Fork Pipeline LLC (2032); Escambia Asset Co. LLC (3869); Escambia Operating Co. LLC (2000); Vanguard Natural Gas, LLC (1004); Vanguard Operating, LLC (9331); VNR Finance Corp. (1494); and VNR Holdings, LLC (6371). The location of the Debtors’ service address is: 5847 San Felipe, Suite 3000, Houston, Texas 77057.

EXHIBIT A

Capital Structure and Organizational Chart



Key:

1. Each entity is a Delaware entity, unless indicated otherwise
2. Each entity is owned 100% by its parent, unless indicated otherwise
3. * Not a debtor

Fill in this information to identify the case and this filing:

Debtor Name Vanguard Natural Resources, LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration: Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/01/2017
MM / DD / YYYY

X /s/ Richard A. Robert
Signature of individual signing on behalf of debtor

Richard A. Robert
Printed name

Authorized Signatory
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: VANGUARD NATURAL RESOURCES, LLC, <div style="text-align: right;">Debtors</div>	§ § § § § § §	Chapter 11 Case No. 17-_____ (____) (Joint Administration Requested)
--	---------------------------------	--

STATEMENT ON LIST OF EQUITY SECURITY HOLDERS

Vanguard Natural Resources, LLC (“VNR”) and its affiliated debtors as debtors in possession in these cases (the “Debtors”), filed petitions in this court on February 1, 2017 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. On the same date, the Debtors filed an emergency motion, under sections 105(a), and 521 of title 11 of the United States Code, Rules 1007 and 6003 of the Federal Rules of Bankruptcy Procedure, and Rule 9013-1(i) of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, requesting a waiver of the requirement that VNR file a list of equity security holders.

Fill in this information to identify the case and this filing:

Debtor Name Vanguard Natural Resources, LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____ v_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration: Statement on List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/01/2017
MM / DD / YYYY

X /s/ Richard A. Robert
Signature of individual signing on behalf of debtor

Richard A. Robert
Printed name

Authorized Signatory
Position or relationship to debtor